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- and -

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Attorneys for General Motors Corporation

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	X
In re	:
	: Chapter 11 Case No.
DELPHI CORPORATION, et al.,	05-44481 (RDD)
Debtors.	: (Jointly Administered
	·

AFFIDAVIT OF SERVICE

State of New York)	
)	SS.
County of New York)	

Kathleen Lee, being duly sworn, hereby deposes and says:

- 1. I am over 18 years of age and am not a party to the above-captioned proceedings. I am employed by Weil, Gotshal & Manges LLP, having offices at 767 Fifth Avenue, New York, New York 10153.
 - 2. On the 26th day of October 2005, I caused true and correct copy of

the following pleading to be served upon the parties listed at the addresses set forth therein by Hand Delivery and Electronic mail unless otherwise indicated:

- ✓ General Motors Corporation's Conditional Objection to Debtors' Request for Final Order Granting Adequate Protection to Prepetition Lenders by Priming Setoff Rights;
- ✓ Motion for an Order Granting General Motors Corporation (I) (A) Adequate Protection of Property Interests and Setoff Rights Pursuant to Sections 363(e), 506, and 553 of the Bankruptcy Code and Rules 4001(a) and 9014 of the Federal Rules of Bankruptcy Procedure and (B) Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code to Set Off Certain Prepetition Warranty, Overpricing, and Ordinary Course Claims or, (II) in the Alternative, Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code to Set Off Prepetition Amounts between General Motors Corporation and Delphi Corporation; and
- ✓ Memorandum of Law In Support of Motion for an Order Granting General Motors Corporation (I) (A) Adequate Protection of Property Interests and Setoff Rights Pursuant to Sections 363(e), 506, and 553 of the Bankruptcy Code and Rules 4001(a) and 9014 of the Federal Rules of Bankruptcy Procedure and (B) Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code to Set Off Certain Prepetition Warranty, Overpricing, and Ordinary Course Claims or, (II) in the Alternative, Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code to Set Off Prepetition Amounts between General Motors Corporation and Delphi Corporation.

/s/ Kathleen Lee Kathleen Lee

Sworn to before me this 26th day of October 2005

/s/ Robert Michael Gee Notary Public

ROBERT MICHAEL GEE
Notary Public, State of New York
Reg. No. #01GE6127971
Qualified in New York County
Commission Expires June 6, 2009

Service List

By Electronic Mail

Skadden, Arps, Slate, Meagher & Flom LLP Attorneys for the Debtors 333 West Wacker Drive Chicago, Illinois 60606, Att'n: John Wm. Butler, Jr., Esq. jbutler@skadden.com

By Hand Delivery and Electronic Mail

Skadden, Arps, Slate, Meagher & Flom LLP Attorneys for the Debtors Four Times Square New York, NY 10036 Attn.: Kayalyn A. Marafioti, Esq. Thomas J. Matz, Esq. kmarafio@skadden.com tmatz@skadden.com

Latham & Watkins LLP Counsel to Creditors' Committee 885 Third Avenue, Suite 1000 New York, NY 10022-4834 Attn.: Robert J. Rosenberg, Esq. robert.rosenberg@lw.com

Shearman & Sterling LLP Attorneys for the Debtors 599 Lexington Avenue New York, New York 10022 Att'n: Douglas P. Bartner, Esq. dbartner@shearman.com

Davis Polk & Wardwell Attorneys for the Agent and the Joint Lead Arrangers 450 Lexington Avenue New York, NY 10017 Att'n: Donald S. Bernstein, Esq., donald.bernstein@dpw.com

Simpson Thacher & Bartlett LLP Attorneys for the Pre-Petition Agent 425 Lexington Avenue New York, New York 10017 Att'n: Kenneth S. Ziman, Esq., Robert H. Trust, Esq., kziman@stblaw.com rtrust@stblaw.com

By Hand Delivery

The Office of the United States Trustee for the Southern District of New York Att'n: Alicia M. Leonhard, Esq. 33 Whitehall Street, 21st floor New York, NY 10004

Honorable Robert D. Drain United States Bankruptcy Court for the Southern District of New York One Bowling Green New York, NY 10004